

**B1 (Official Form 1) (4/10)**

|  |  |  |  |  |  |  |  |   |  |                                  |  |
|--|--|--|--|--|--|--|--|---|--|----------------------------------|--|
| United States Bankruptcy Court<br>DISTRICT OF Delaware   |  |  |  |  | <b>Voluntary Petition</b>  |  |  |   |  |                                  |  |
| Name of Debtor (if individual, enter Last, First, Middle):<br><b>BNA Subsidiaries, LLC</b>   |  |  |  |  | Name of Joint Debtor (Spouse) (Last, First, Middle):   |  |  |   |  |                                  |  |
| All Other Names used by the Debtor in the last 8 years<br>(include married, maiden, and trade names):<br><b>See Schedule I</b>   |  |  |  |  | All Other Names used by the Joint Debtor in the last 8 years<br>(include married, maiden, and trade names):  |  |  |   |  |                                  |  |
| Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN)/Complete EIN<br>(if more than one, state all): <b>52-227-5412</b>   |  |  |  |  | Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN)/Complete EIN<br>(if more than one, state all):  |  |  |   |  |                                  |  |
| Street Address of Debtor (No. and Street, City, and State):<br><b>1 Phoenix Mill Lane, Floor 3</b>   |  |  |  |  | Street Address of Joint Debtor (No. and Street, City, and State):  |  |  |   |  |                                  |  |
| Peterborough, New Hampshire  |  |  | ZIP CODE <b>03458</b>  |  |  |  |  | ZIP CODE  |  |                                  |  |
| County of Residence or of the Principal Place of Business:<br><b>Hillsborough County</b>   |  |  |  |  | County of Residence or of the Principal Place of Business:   |  |  |   |  |                                  |  |
| Mailing Address of Debtor (if different from street address):  |  |  |  |  | Mailing Address of Joint Debtor (if different from street address):  |  |  |   |  |                                  |  |
|  |  |  | ZIP CODE   |  |  |  |  | ZIP CODE  |  |                                  |  |
| Location of Principal Assets of Business Debtor (if different from street address above):  |  |  |  |  | ZIP CODE   |  |  |   |  |                                  |  |
| <b>Type of Debtor</b><br>(Form of Organization)<br>(Check one box.)  |  |  | <b>Nature of Business</b><br>(Check one box.)  |  |  | <b>Chapter of Bankruptcy Code Under Which the Petition is Filed</b><br>(Check one box.)  |  |   |  |                                  |  |
| <input type="checkbox"/> Individual (includes Joint Debtors)<br><i>See Exhibit D on page 2 of this form.</i><br><input checked="" type="checkbox"/> Corporation (includes LLC and LLP)<br><input type="checkbox"/> Partnership<br><input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.)  |  |  | <input type="checkbox"/> Health Care Business<br><input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101(51B)<br><input type="checkbox"/> Railroad<br><input type="checkbox"/> Stockbroker<br><input type="checkbox"/> Commodity Broker<br><input type="checkbox"/> Clearing Bank<br><input checked="" type="checkbox"/> Other |  |  | <input type="checkbox"/> Chapter 7<br><input type="checkbox"/> Chapter 9<br><input checked="" type="checkbox"/> Chapter 11<br><input type="checkbox"/> Chapter 12<br><input type="checkbox"/> Chapter 13   |  | <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding<br><input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding |  |                                  |  |
|  |  |  | <b>Tax-Exempt Entity</b><br>(Check box, if applicable.)<br><input type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code).  |  |  | <b>Nature of Debts</b><br>(Check one box.)<br><input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or household purpose."<br><input checked="" type="checkbox"/> Debts are primarily business debts. |  |   |  |                                  |  |
| <b>Filing Fee</b> (Check one box.)<br><input checked="" type="checkbox"/> Full Filing Fee attached.<br><input type="checkbox"/> Filing Fee to be paid in installments (applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A.<br><input type="checkbox"/> Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B. |  |  |  |  | <b>Chapter 11 Debtors</b><br><b>Check one box:</b><br><input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D).<br><input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D).<br><b>Check if:</b><br><input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,343,300 (amount subject to adjustment on 4/01/13 and every three years thereafter).<br><hr/> <b>Check all applicable boxes:</b><br><input type="checkbox"/> A plan is being filed with this petition.<br><input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b). |  |  |   |  |                                  |  |
| <b>Statistical/Administrative Information</b>  |  |  |  |  |  |  |  |   |  | THIS SPACE IS FOR COURT USE ONLY |  |
| <input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors.<br><input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.  |  |  |  |  |  |  |  |   |  |                                  |  |
| Estimated Number of Creditors<br><input type="checkbox"/> 1-49 <input type="checkbox"/> 50-99 <input type="checkbox"/> 100-199 <input checked="" type="checkbox"/> 200-999 <input type="checkbox"/> 1,000-5,000 <input type="checkbox"/> 5,001-10,000 <input type="checkbox"/> 10,001-25,000 <input type="checkbox"/> 25,001-50,000 <input type="checkbox"/> 50,001-100,000 <input type="checkbox"/> Over 100,000  |  |  |  |  |  |  |  |   |  |                                  |  |
| Estimated Assets<br><input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input checked="" type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion                  |  |  |  |  |  |  |  |   |  |                                  |  |
| Estimated Liabilities<br><input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input checked="" type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion             |  |  |  |  |  |  |  |   |  |                                  |  |

|  |  |
|--|--|
| <b>Voluntary Petition</b><br><i>(This page must be completed and filed in every case.)</i> | Name of Debtor(s): BNA Subsidiaries, LLC |
|--|--|

**All Prior Bankruptcy Cases Filed Within Last 8 Years** (If more than two, attach additional sheet.)

|                       |              |             |
|-----------------------|--------------|-------------|
| Location Where Filed: | Case Number: | Date Filed: |
| Location Where Filed: | Case Number: | Date Filed: |

**Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor** (If more than one, attach additional sheet.)

|                 |               |             |
|-----------------|---------------|-------------|
| Name of Debtor: | Case Number:  | Date Filed: |
| District:       | Relationship: | Judge:      |

|  |   |
|--|---|
| <p align="center"><b>Exhibit A</b></p> <p>(To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.)</p> <p><input type="checkbox"/> Exhibit A is attached and made a part of this petition.</p> | <p align="center"><b>Exhibit B</b></p> <p>(To be completed if debtor is an individual whose debts are primarily consumer debts.)</p> <p>I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I have delivered to the debtor the notice required by 11 U.S.C. § 342(b).</p> <p>X _____<br/>Signature of Attorney for Debtor(s) <span style="float:right">(Date)</span></p> |
|--|---|

**Exhibit C**

Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety?

Yes, and Exhibit C is attached and made a part of this petition.

No.

**Exhibit D**

(To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.)

Exhibit D completed and signed by the debtor is attached and made a part of this petition.

If this is a joint petition:

Exhibit D also completed and signed by the joint debtor is attached and made a part of this petition.

**Information Regarding the Debtor - Venue**  
(Check any applicable box.)

- Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District.
- There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.
- Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.

**Certification by a Debtor Who Resides as a Tenant of Residential Property**  
(Check all applicable boxes.)

- Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.)
 

\_\_\_\_\_  
 (Name of landlord that obtained judgment)

\_\_\_\_\_  
 (Address of landlord)
- Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and
- Debtor has included with this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition.
- Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(l)).

Voluntary Petition

(This page must be completed and filed in every case.)

Name of Debtor(s): BNA Subsidiaries, LLC

Signatures

Signature(s) of Debtor(s) (Individual/Joint)

I declare under penalty of perjury that the information provided in this petition is true and correct.

[If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12 or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7.

[If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. § 342(b).

I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X \_\_\_\_\_  
Signature of Debtor

X \_\_\_\_\_  
Signature of Joint Debtor

\_\_\_\_\_  
Telephone Number (if not represented by attorney)

\_\_\_\_\_  
Date

Signature of Attorney\*

X /s/ \_\_\_\_\_  
Signature of Attorney for Debtor(s)  
Norman L. Pernick (No. 2290)  
Printed Name of Attorney for Debtor(s)  
Cole, Schotz, Meisel, Forman & Leonard, P.A.  
Firm Name

\_\_\_\_\_  
Address  
500 Delaware Avenue, Suite 1410  
Wilmington, DE 19801  
302-652-3131 Fax: 302-652-3117  
Telephone Number  
September 23, 2010  
Date

\*In a case in which § 707(b)(4)(D) applies, this signature also constitutes a certification that the attorney has no knowledge after an inquiry that the information in the schedules is incorrect.

Signature of Debtor (Corporation/Partnership)

I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.

The debtor requests the relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X /s/ \_\_\_\_\_  
Signature of Authorized Individual

Bradford Smith

Printed Name of Authorized Individual

Chief Operating Officer

Title of Authorized Individual

September 23, 2010

Date

Signature of a Foreign Representative

I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition.

(Check only one box.)

I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by 11 U.S.C. § 1515 are attached.

Pursuant to 11 U.S.C. § 1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.

X \_\_\_\_\_  
(Signature of Foreign Representative)

\_\_\_\_\_  
(Printed Name of Foreign Representative)

\_\_\_\_\_  
Date

Signature of Non-Attorney Bankruptcy Petition Preparer

I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h), and 342(b); and, (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official Form 19 is attached.

\_\_\_\_\_  
Printed Name and title, if any, of Bankruptcy Petition Preparer

\_\_\_\_\_  
Social-Security number (If the bankruptcy petition preparer is not an individual, state the Social-Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.) (Required by 11 U.S.C. § 110.)

\_\_\_\_\_  
Address

X \_\_\_\_\_

\_\_\_\_\_  
Date

Signature of bankruptcy petition preparer or officer, principal, responsible person, or partner whose Social-Security number is provided above.

Names and Social-Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual.

If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.

A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both. 11 U.S.C. § 110; 18 U.S.C. § 156.



**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

- - - - - x  
In re: : Chapter 11  
: :  
BNA SUBSIDIARIES, LLC<sup>1</sup> : Case No. 10-\_\_\_\_ (\_\_\_\_)  
: :  
Debtor. :  
- - - - - x

**LIST OF CREDITORS HOLDING THE TWENTY  
LARGEST UNSECURED CLAIMS AGAINST THE DEBTOR**

The following is the list of creditors holding the twenty (20) largest unsecured claims against the above captioned debtor and debtor in possession (the "Debtor") (the "List of Creditors"). The List of Creditors reflects estimated amounts owed by the Debtor as of the Petition Date.

The List of Creditors has been prepared from the books and records of the Debtor as of September 22, 2010. The inclusion or exclusion of any party to this List of Creditors shall not constitute an admission by, nor be binding on, the Debtor in any respect. The Debtor expressly reserves the right to, in its sole discretion, challenge the validity, priority and/or amount of any obligation reflected herein.

---

<sup>1</sup> The last four digits of the Debtor's federal tax identification number are 5412.

| (1)<br>Name of creditor<br>and complete<br>mailing address<br>including zip code                                  | (2)<br>Name, telephone number<br>and complete mailing<br>address, including zip<br>code, of employee,<br>agent or department of<br>creditor familiar with<br>claim who may be<br>contacted       | (3)<br>Nature of<br>claim | (4)<br>Indicate if<br>claim is<br>contingent,<br>liquidated,<br>disputed or<br>subject to<br>setoff | (5)<br>Amount of<br>claim |
|---|--|---------------------------|---|---------------------------|
| The Bureau of<br>National Affairs,<br>Inc.<br>1801 S. Bell Street<br>2 <sup>nd</sup> Floor<br>Arlington, VA 22202 | The Bureau of National<br>Affairs, Inc.<br>Attn: Eunice Lin<br>Bumgardner<br>1801 S. Bell Street<br>2 <sup>nd</sup> Floor<br>Arlington, VA 22202<br>Phone: 1-800-372-1033<br>Fax: 1-800-253-0332 | Payable<br>(Intercompany) | N/A   | \$2,000,000.00            |
| McArdle Printing<br>Company, Inc.<br>800 Commerce Drive<br>Upper Marlboro, MD<br>20774                            | McArdle Printing<br>Company, Inc.<br>Attn: Legal Department<br>800 Commerce Drive<br>Upper Marlboro, MD<br>20774<br>Phone: (301) 290-8500<br>Fax: (301) 390-8525                                 | Payable<br>(Intercompany) | N/A   | \$77,187.00               |
| DataMatx<br>3146 Northeast<br>Expressway<br>Atlanta, GA 30341   | DataMatx<br>Attn: Legal Department<br>3146 Northeast<br>Expressway<br>Atlanta, GA 30341<br>Phone: (770) 936-5600<br>Fax: (770) 936-5604  | Trade Payable             | N/A   | \$75,000.00               |
| Digital River Inc.<br>Lock Box 88278<br>88278 Expedite Way<br>Chicago, IL 60695                                   | Digital River Inc.<br>Attn: Accounts<br>Receivable<br>Lock Box 88278<br>88278 Expedite Way<br>Chicago, IL 60695  | Trade Payable             | N/A   | \$50,000.00               |
| MeritDirect, LLC<br>333 Westchester Ave<br>So Bldg<br>White Plain, IL<br>10604                                    | MeritDirect, LLC<br>Attn: Legal Department<br>333 Westchester Ave<br>So Bldg<br>White Plain, IL 10604<br>Phone: (914) 368-1000<br>Fax: (914) 368-1150  | Trade Payable             | N/A   | \$31,189.72               |

| (1)<br>Name of creditor<br>and complete<br>mailing address<br>including zip code            | (2)<br>Name, telephone number<br>and complete mailing<br>address, including zip<br>code, of employee,<br>agent or department of<br>creditor familiar with<br>claim who may be<br>contacted | (3)<br>Nature of<br>claim | (4)<br>Indicate if<br>claim is<br>contingent,<br>liquidated,<br>disputed or<br>subject to<br>setoff | (5)<br>Amount of<br>claim |
|---|--|---------------------------|---|---------------------------|
| American Express<br>P.O. Box 36001<br>Ft. Lauderdale, FL<br>33336                           | American Express<br>Attn: Legal Department<br>P.O. Box 36001<br>Ft. Lauderdale, FL<br>33336  | Trade Payable             | N/A   | \$30,000.00               |
| FairPoint<br>Communications<br>P.O. Box 11021<br>Lewiston, ME 04243                         | FairPoint<br>Communications<br>Attn: Legal Department<br>P.O. Box 11021<br>Lewiston, ME 04243<br>Phone: (800) 838-9426<br>Fax: (800) 816-8116  | Trade Payable             | N/A   | \$28,000.00               |
| Oxford Health Plans<br>P.O. Box 26973 GPO<br>New York, NY 10087                             | Oxford Health Plans<br>Attn: Legal Department<br>P.O. Box 26973 GPO<br>New York, NY 10087  | Health Care<br>Payable    | N/A   | \$25,000.00               |
| Merrill Lynch<br>P.O. Box 30951<br>Group Employee<br>Services<br>New Brunswick, NJ<br>08989 | Merrill Lynch<br>Attn: Legal Department<br>P.O. Box 30951<br>Group Employee Services<br>New Brunswick, NJ 08989  | 401k<br>Payable           | N/A   | \$22,671.37               |
| Hyatt Regency<br>Baltimore<br>300 Light Street<br>Baltimore, MD 21202                       | Hyatt Regency Baltimore<br>Attn: Ashley Thomas<br>300 Light Street<br>Baltimore, MD 21202<br>Phone: (410) 605-2939   | Trade Payable             | N/A   | \$21,312.70               |
| Edith Roman Holdings<br>Lock Box 394<br>P.O. Box 3480<br>Omaha, NE 68103                    | Edith Roman Holdings<br>Attn: Legal Department<br>Lock Box 394<br>P.O. Box 3480<br>Omaha, NE 68103<br>Phone: (845) 620-9000<br>Fax: (845) 620-9035   | Trade Payable             | N/A   | \$19,433.02               |
| Direct Media<br>P.O. Box 3243<br>Omaha, NE 68103  | Direct Media<br>Attn: Legal Department<br>P.O. Box 3243<br>Omaha, NE 68103<br>Phone: (203) 532-2476  | Trade Payable             | N/A   | \$17,229.94               |

| (1)<br>Name of creditor<br>and complete<br>mailing address<br>including zip code      | (2)<br>Name, telephone number<br>and complete mailing<br>address, including zip<br>code, of employee,<br>agent or department of<br>creditor familiar with<br>claim who may be<br>contacted | (3)<br>Nature of<br>claim | (4)<br>Indicate if<br>claim is<br>contingent,<br>liquidated,<br>disputed or<br>subject to<br>setoff | (5)<br>Amount of<br>claim |
|---|--|---------------------------|---|---------------------------|
| Graphic Arts Benefit Corp<br>6411 Ivy Lane<br>Greenbelt, MD<br>20770                  | Graphic Arts Benefit Corp<br>Attn: Admin Office<br>6411 Ivy Lane<br>Greenbelt, MD 20770<br>Phone: (301) 474-7950   | Health Care Payable       | N/A   | \$15,816.76               |
| Lane Press<br>P.O. Box 130<br>Burlington, VT 05402                                    | Lane Press<br>Attn: Legal Department<br>P.O. Box 130<br>Burlington, VT 05402<br>Phone: (800) 733-3740  | Trade Payable             | N/A   | \$15,452.27               |
| W San Francisco<br>181 Third Street<br>San Francisco, CA<br>94103                     | W San Francisco<br>Attn: Legal Department<br>181 Third Street<br>San Francisco, CA 94103   | Trade Payable             | N/A   | \$14,000.00               |
| SRDS<br>P.O. Box 8500-8601<br>Philadelphia, PA  | SRDS<br>P.O. Box 8500-8601<br>Philadelphia, PA<br>Phone: (800) 851-7737<br>Fax: (847) 375-5001   | Trade Payable             | N/A   | \$10,000.00               |
| United Parcel Service<br>PO Box 7247-0244<br>Philadelphia, PA<br>19170                | UPS<br>PO Box 7247<br>Philadelphia, PA 19170<br>Phone: (800) 811-1648  | Trade Payable             | N/A   | \$8,948.20                |
| Knoll Direct Marketing, Inc.<br>101 Morgan Lane,<br>Suite 120<br>Plainsboro, NJ 08536 | Knoll Direct Marketing, Inc.<br>101 Morgan Lane, Suite 120<br>Plainsboro, NJ 08536<br>Phone: (609) 275-2900<br>Fax: (609) 275-6606   | Trade Payable             | N/A   | \$8,198.09                |
| Charles E. Holster, III   | Charles E. Holster, III<br>c/o Michael J. Sheehan,<br>Esq.<br>3 North Spring Street,<br>Suite 101<br>Concord, NH 03301<br>Tel: (603) 225-5240  | Litigation                | Unliquidated<br>Disputed  | Unknown                   |



| (1)<br>Name of creditor<br>and complete<br>mailing address<br>including zip code | (2)<br>Name, telephone number<br>and complete mailing<br>address, including zip<br>code, of employee,<br>agent or department of<br>creditor familiar with<br>claim who may be<br>contacted | (3)<br>Nature of<br>claim | (4)<br>Indicate if<br>claim is<br>contingent,<br>liquidated,<br>disputed or<br>subject to<br>setoff | (5)<br>Amount of<br>claim |
|--|--|---------------------------|---|---------------------------|
| Hillary Sloin  | Hillary Sloin<br>c/o Hugh O. Heisler,<br>Esq.<br>Heisler, Fedlman,<br>McCormick & Garrow,<br>P.C.<br>1145 Main Street, Suite<br>508<br>Springfield, MA 01103                               | Litigation                | Unliquidated<br>Disputed  | Unknown                   |


IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

----- x  
In re: : Chapter 11  
: :  
BNA SUBSIDIARIES, LLC<sup>1</sup> : Case No. 10-\_\_\_\_ (\_\_\_\_)  
: :  
Debtor. :  
----- x

**DECLARATION REGARDING CREDITORS HOLDING THE  
TWENTY LARGEST UNSECURED CLAIMS AGAINST THE DEBTOR**

I, Bradford Smith, Chief Operating Officer of BNA Subsidiaries, LLC, declare under penalty of perjury that I have read and reviewed the foregoing List of Creditors Holding the Twenty (20) Largest Unsecured Claims Against the Debtor and that the information included therein is true and correct and to the best of my knowledge, information and belief.

Dated: September 23, 2010

  
\_\_\_\_\_  
Bradford Smith  
Chief Operating Officer  
BNA SUBSIDIARIES, LLC

---

<sup>1</sup> The last four digits of the Debtor's federal tax identification number are 5412.

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

----- x  
In re: : Chapter 11  
: :  
BNA SUBSIDIARIES, LLC<sup>1</sup> : Case No. 10-\_\_\_\_ (\_\_\_\_)  
: :  
: :  
Debtor. :  
----- x

**LIST OF EQUITY SECURITY HOLDERS OF BNA SUBSIDIARIES, LLC**

In accordance with Rules 1007(a)(1), 1007(a)(3), and 7007.1(a) of the Federal Rules of Bankruptcy Procedure, the Debtor submits the following information:

| <b>NAME AND ADDRESS OF EQUITY HOLDERS</b>   | <b>INTEREST</b> |
|---|-----------------|
| The Bureau of National Affairs<br>1801 South Bell Street<br>Arlington, Virginia 22201 | 100 %           |

---

<sup>1</sup> The last four digits of the Debtor's federal tax identification number are 5412.

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

----- x  
In re: : Chapter 11  
: :  
BNA SUBSIDIARIES, LLC<sup>1</sup> : Case No. 10-\_\_\_ (\_\_\_)  
: :  
Debtor. :  
----- x

**DECLARATION REGARDING LIST OF EQUITY SECURITY HOLDERS  
OF BNA SUBSIDIARIES, LLC**

I, Bradford Smith, Chief Operating Officer of BNA Subsidiaries, LLC, declare under penalty of perjury, that I have read and reviewed the foregoing List of Equity Security Holders of the Debtor and that the information included therein is true and correct and to the best of my knowledge, information and belief.

Dated: September 23, 2010



Bradford Smith  
Chief Operating Officer  
BNA SUBSIDIARIES, LLC

---

<sup>1</sup> The last four digits of the Debtor's federal tax identification number are 5412.

ASSISTANT SECRETARY'S CERTIFICATE AS TO RESOLUTIONS  
ADOPTED BY THE BOARD OF DIRECTORS  
OF BNA SUBSIDIARIES, LLC AND INDEPENDENT DIRECTOR

The undersigned, Eunice Lin, being duly elected or appointed as Assistant Corporate Secretary of BNA Subsidiaries, LLC, a Delaware limited liability company (the "Company"), in accordance with the applicable provisions of the Delaware Limited Liability Company Act, 6 Del. C. §§ 18-101, et seq., and that certain Limited Liability Company Agreement of the Company dated December 31, 2008, does hereby certify, in her capacity as such officer and not individually, that the following resolutions were duly adopted by the Board of Directors of the Company (the "Board") and Alan Miller, the independent director, during a meeting held on September 23, 2010, and such resolutions have not been amended or rescinded and are now in full force and effect:

**FILING FOR CHAPTER 11 BANKRUPTCY**

**WHEREAS**, the Board has determined that it is in the best interests of the Company, its creditors, members, employees and other interested parties that a petition be filed by the Company seeking relief under the provisions of Chapter 11 of Title 11 of the United States Code (the "Bankruptcy Code") in which the authority to operate as a debtor-in-possession will be sought, and the filing of such petition is authorized hereby.

**NOW, THEREFORE, BE IT RESOLVED**, that the filing by the Company for relief under Chapter 11 of the Bankruptcy Code is hereby authorized and approved;

**FURTHER RESOLVED**, that any officer of the Company (each an "Authorized Officer") is hereby authorized and directed on behalf of and in the name of the Company to execute and verify or certify a petition under Chapter 11 of the Bankruptcy Code and to cause the same to be filed in the United States Bankruptcy Court for the District of Delaware (the "Bankruptcy Court") at such time as said officers executing the same shall determine and in such form or forms as such Authorized Officer may approve;

**FURTHER RESOLVED**, that any Authorized Officer is hereby authorized on behalf of, and in the name of, the Company to execute any and all plans of reorganization under

Chapter 11 of the Bankruptcy Code, including any and all modifications, supplements, and amendments thereto, and to cause the same to be filed in the Bankruptcy Court at such time as said Authorized Officer executing the same shall determine;

**FURTHER RESOLVED**, that any Authorized Officer is authorized to execute and file any and all petitions, schedules, motions, lists, applications, pleadings, reports and other papers, and to take any and all such other and further actions which the Authorized Officer or the Company's legal counsel may deem necessary or appropriate to file the voluntary petition for relief under Chapter 11, and to take any and perform any and all further acts and deeds which they deem necessary, proper, and desirable in connection with the Chapter 11 case, with a view to the successful prosecution of such case;

**FURTHER RESOLVED**, that the law firm of Cole, Schotz, Meisel, Forman & Leonard, P.A. be, and hereby is, employed under a general retainer to render legal services to, and to represent, the Company in connection with the Chapter 11 case and any other related matters in connection therewith, on such terms as any Authorized Officer shall approve;

**FURTHER RESOLVED**, that the firm of SSG Capital Advisors, LLC be, and hereby is, employed as investment banker for the Company in connection with the Chapter 11 case, on such terms as any Authorized Officer shall approve;

**FURTHER RESOLVED**, that any Authorized Officer is hereby authorized and empowered to employ and retain any other professionals necessary or desirable to assist or represent the Company in connection with the Chapter 11 case, on such terms as any Authorized Officer shall approve;

**FURTHER RESOLVED**, that any Authorized Officer is authorized and directed on behalf of the Company to take such actions and to make, sign, execute, acknowledge and deliver (and record in a relevant office of the county clerk, if necessary) any and all agreements (including exhibits thereto), including any and all affidavits, orders, directions, certificates, requests, receipts, financing statements or other instruments as may

reasonably be required to give effect to the foregoing Resolutions, and to fully perform the terms and provisions thereof;

**FURTHER RESOLVED**, that to the extent that any of the actions authorized by any of the foregoing Resolutions have been taken by the Authorized Officers on behalf of the Company, such actions are hereby ratified and confirmed in their entirety.

#### **APPROVAL OF DIP FINANCING**

**WHEREAS**, the Company proposes to enter into Senior Secured Super-Priority Debtor in Possession Financing with The Bureau of National Affairs, Inc. (the "Lender"), pursuant to which the Company will pledge, grant a security interest in, and otherwise transfer and assign to Lender certain Collateral (as defined in the financing documents) as security for all obligations of the Company to the Lender, all as more fully provided in the financing documents;

**WHEREAS**, in conjunction with the financing, the Lender will extend to the Company revolving credit facilities in an aggregate amount not to exceed \$1,500,000, the proceeds of which will be used (i) to pay related transaction costs, fees and expenses, (ii) to provide working capital from time to time for the Company, (iii) to pay interest, fees and expenses owing to the Lender pursuant to the financing, and (iv) for other pre-petition expenses that are approved by the Bankruptcy Court to the extent approved by Lender; and

**WHEREAS**, the forms of the financing documents and ancillary agreements contemplated thereby have been approved by management of the Company and have been deemed to be in the best interests of and within the express and implied powers of the Company.

**NOW, THEREFORE, BE IT RESOLVED**, that the financing, ancillary agreements thereto, and transactions contemplated thereby are hereby approved including without limitation the grant by the Company to Lender of liens and security interests in the Collateral.

**FURTHER RESOLVED**, that any Authorized Officer be, and hereby is, authorized, for and behalf of the Company, to execute the financing documents, and to execute all such

other documents and instruments and to take such further actions in connection therewith as required by such financing documents or as such officer or counsel for the Company may deem necessary or advisable, in such form and with such changes as are approved by the Authorized Officer executing such documents, such execution and delivery to be conclusive evidence of the due authorization and approval thereof by the Company, and such financing documents and other related documents shall constitute valid and binding obligations of the Company.

**FURTHER RESOLVED**, that the Authorized Officers are hereby authorized, directed and empowered to obtain from Lender, pursuant to the financing documents, such loans and advances in such amounts as such officer deems proper, to execute notes and other evidences of the Company's indebtedness with respect thereto, and to execute and deliver to Lender any and all instruments and documents as may reasonably be requested by Lender, including without limitation any documents concerning the management of interest rate risks.

**FURTHER RESOLVED**, that the authorization of the Authorized Officers described in these resolutions shall continue in full force and effect until revoked by resolution of the Board of Directors of the Company and, in the event of such revocation, any officer of the Company is hereby authorized, empowered and directed to deliver notice of such revocation to the Lender.



**FURTHER RESOLVED**, that all of the acts and doings of the Authorized Officers, whether heretofore or hereafter taken or done in connection with the transactions contemplated by the financing, which are consistent with the purpose and intent of the foregoing resolutions, are hereby in all respects, ratified, approved and confirmed.

IN WITNESS WHEREOF, the undersigned has duly executed this Certificate as of the date first above written.

By:



Eunice F. Lin  
Assistant Corporate Secretary